

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK (WHITE PLAINS)**

TRANSEO S.A.R.L. and PHILIPPE  
GELBLAT,

Plaintiffs,

v.

BESSEMER VENTURE PARTNERS VI L.P.,  
BESSEMER VENTURE PARTNERS VI  
INSTITUTIONAL L.P., AND BESSEMER  
VENTURE PARTNERS CO-INVESTMENT  
L.P.,

Defendants.

11 Civ. 5331 (CS) (PED)

ECF Case

**DECLARATION OF  
HILARY R. ORMOND**

I, Hilary R. Ormond, pursuant to 28 U.S.C § 1746, declare as follows:

1. I am over 18 years old and I am competent to make this declaration based upon my personal knowledge. I am an attorney at Quinn Emanuel Urquhart & Sullivan, LLP. I am admitted to the New York bar and am currently in good standing.

2. My firm represents Defendants Bessemer Venture Partners VI L.P., Bessemer Venture Partners VI Institutional L.P., Bessemer Venture Partners Co-Investment L.P., Deer VI & Co., Jeremy Levine, Jeffrey Erwin, Peter Price and nominal defendant Neutral Holdings, Inc. ("NHI") (collectively, "Defendants") in the above-captioned action. I make this Declaration in support of Defendants' Motion to Dismiss Plaintiffs' Second Amended Verified Complaint.

3. Attached hereto as **Exhibit A** is a true and correct copy of the Written Consent of the Board of Directors of NHI, dated December 28, 2010, approving the payment of the Promissory Note Dividend to NHI's shareholders.

4. Attached hereto as **Exhibit B** is a true and correct copy of the AVG Proposal.

5. Attached hereto as **Exhibit C** is a true and correct copy of the transcript of the hearing before the Court on January 6, 2012.

6. Attached hereto as **Exhibit D** is a true and correct copy of NHI's Certificate of Incorporation.

I declare under the penalty of perjury that the foregoing is true and correct.

DATED: June 13, 2012

A handwritten signature in cursive script, reading "Hilary R. Ormond", written in dark ink.

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Hilary R. Ormond